

**AFCW PLC (Company number: 04764827)**

Minutes of a meeting of the board of directors of AFCW PLC (**Company**) held by telephone conference on 1 June 2020 at 11.00 am.

<b>PRESENT:</b>	<b>NAME</b>	<b>POSITION</b>
	Michael Andrew Buckley	Director
	Anna Kingsley	Director
	Edward Jonathan Salter Leek	Director
	Elizabeth Jane Lonsdale	Director
	Mark Nicholas Davis	Director
	Iain Ronald McNay	Director
	Joseph Palmer	Director

<b>IN ATTENDANCE:</b>	<b>NAME</b>	<b>POSITION</b>
	William David Charles	Company Secretary

**1 Chairperson**

Iain McNay was appointed chairperson of the meeting and chaired the meeting throughout.

**2 Notice and quorum**

The chairperson reported that due notice of the meeting had been given and that a quorum was present. Accordingly, the chairperson declared the meeting open.

**3 Interests in proposed transactions and/or arrangements with the Company**

3.1 The following directors declared the nature and extent of their interest in the proposed transaction to be considered at the meeting in accordance with the requirements of section 177 of the Companies Act 2006 and the Company's articles of association, as follows:

<b>NAME</b>	<b>NATURE AND EXTENT OF INTEREST</b>
Mark Nicholas Davis	Director and holder of 4,200 A ordinary shares in the capital of the Company
Iain Ronald McNay	Director and holder of 850 A ordinary shares in the capital of the Company
Elizabeth Jane Lonsdale	Director and holder of 2,500 A ordinary shares in the capital of the Company

Michael Andrew Buckley     Director and holder of 15,000 A ordinary shares in the capital of the Company

3.2     It was noted that pursuant to article 99.2 of the Company's articles of association, a director may vote and form part of the quorum in relation to any proposed transaction or arrangement in which they are interested if it is not a material interest.

#### 4     **Business of the meeting**

4.1     The chairperson reported that the business of the meeting was to consider and, if thought fit, convene a general meeting of the Company.

4.2     The chairperson further reported that the Subscription Agreement as defined in the board minutes of the Company dated 6 May 2020 had now completed and the A ordinary shares of £0.01 in the capital of the Company to be allotted in accordance with the Subscription Agreement, whilst approved by the directors, varied from the shares to be allotted as set out in the minutes. The chairperson noted that the shares to be allotted pursuant to the Subscription Agreement, and previously approved by the directors, were as follows:

<b>Subscriber</b>	<b>Subscription</b>	<b>No. of Shares</b>
Seedrs Nominees Limited	A ordinary shares	1,763,900
[Name]	A ordinary shares	30,120
[Name]	A ordinary shares	30,120
Mark Davis	A ordinary shares	60,240
[Name]	A ordinary shares	120,481
[Name]	A ordinary shares	240,963
[Name]	A ordinary shares	120,481
[Name]	A ordinary shares	60,240
[Name]	A ordinary shares	197,590
[Name]	A ordinary shares	120,481
[Name]	A ordinary shares	1,204
[Name]	A ordinary shares	1,204
[Name]	A ordinary shares	6,024
[Name]	A ordinary shares	2,409
[Name]	A ordinary shares	6,024

[Name]	A ordinary shares	1,204
<b>Total</b>		<b>2,762,685</b>

## 5 Documents produced to the meeting

The following documents (**Documents**) were produced to the meeting:

- 5.1 A notice (**general meeting notice**) convening a general meeting of the Company on notice at 10:00 am on 29 June 2020 at Kingsmeadow Stadium, Jack Goodchild Way, Kingston, Surrey, KT1 3PB proposing the following four special resolutions:

### **SPECIAL RESOLUTIONS**

1. That, in accordance with section 551 of the Companies Act 2006, the directors be generally and unconditionally authorised to allot further A Ordinary shares of £0.01 up to an aggregate nominal amount of £8,137.15 to such persons and at such times as they think proper providing that such authority shall expire (unless previously reviewed, varied or revoked by the Company in general meetings) after the prescribed period which shall be twelve months from the date of this resolution.
2. That, in accordance with section 570 of the Companies Act 2006, the directors be and are given the general power to allot A Ordinary shares of £0.01 each for cash, pursuant to the authority conferred by resolution 1 up to an aggregate nominal amount of £8,137.15 at any time for the prescribed period of twelve months from the date of this resolution as if the statutory pre-emption rights in section 561(1) of the Companies Act 2006 did not apply to any such allotment.
3. That, in accordance with section 551 of the Companies Act 2006, the directors be generally and unconditionally authorised to allot further Ordinary shares of £0.01 up to an aggregate nominal amount of £23,429.11 to such persons and at such times as they think proper providing that such authority shall expire (unless previously reviewed, varied or revoked by the Company in general meetings) after the prescribed period which shall be twelve months from the date of this resolution.
4. That, in accordance with section 570 of the Companies Act 2006, the directors be and are given the general power to allot Ordinary shares of £0.01 each for cash, pursuant to the authority conferred by resolution 3 up to an aggregate nominal amount of £23,429.11 at any time for the prescribed period of twelve months from the date of this resolution as if the statutory pre-emption rights in section 561(1) of the Companies Act 2006 did not apply to any such allotment.

- 5.2 Form of proxy relating to the general meeting.

## 6 Resolutions

Following consideration, including consideration of the matters referred to in section 172(1) of the Companies Act 2006, IT WAS RESOLVED to:

- 6.1 approve the Documents and authorise any director or the Company Secretary to execute the Documents on behalf of the Company;
- 6.2 convene a general meeting of the Company at 10:00 am on 29 June 2020 at Kingsmeadow Stadium, Jack Goodchild Way, Kingston, Surrey, KT1 3PB to consider the resolutions proposed in the general meeting notice; and
- 6.3 direct the Company Secretary to deliver copies of the general meeting notice and form of proxy to those entitled to receive them and encourage members to vote by proxy by issuing the following statement to shareholders:

*“Given current Covid-19 measures including a ban on public gatherings of more than two people may remain in place for the General Meeting, shareholders are encouraged to submit their votes by proxy appointing the chairperson of the meeting to exercise their votes (but not the Chairman or a specific individual in case they are unable to attend). Shareholders may appoint a proxy by completing and returning the attached Proxy Form. Alternatively, a proxy may be appointed electronically (which is encouraged) by sending an email containing a soft copy of the completed proxy form (together with any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority)) to david.charles@afcwimbledon.ltd.uk.*

*Two director/employee shareholders will be attending the General Meeting at 10am in order to meet requirements for a quorate meeting so that resolutions may be voted on, however, other board members will be attending by telephone conference.*

*Shareholders are therefore also encouraged to submit any questions they may have to the board by 12 noon on 22 June 2020 by emailing david.charles@afcwimbledon.ltd.uk and we will post answers to as many of the question as possible on afcwimbledon.co.uk in advance of the EGM. In accordance with the ban on public gatherings of more than two people, attending the meeting in person is not permitted.*

*We appreciate the support of all shareholders with the arrangements the board is proposing in order to hold a legally compliant meeting whilst mitigating the risks associated with non-essential travel.”*

## **7 Filing**

The chairperson instructed the Company Secretary to make all necessary and appropriate entries in the books and registers of the Company.

## **8 Close**

There was no further business and the chairperson declared the meeting closed.

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Chairperson

(Date)